

EXHIBIT 1

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

| | | |
|---|---|------------------------|
| ----- |) | |
| In re: |) | Case No. 12-12020 (MG) |
| |) | |
| RESIDENTIAL CAPITAL, LLC, <u>et al.</u> , |) | Chapter 11 |
| |) | |
| Post-Effective Date Debtors. |) | Jointly Administered |
| ----- |) | |

**ORDER GRANTING DEBTORS' MOTION FOR ENTRY OF AN ORDER
APPROVING PAYMENT OF SUCCESS FEE TO
DEBTORS' CHIEF RESTRUCTURING OFFICER, LEWIS KRUGER**

Upon the motion (the "Motion")¹ of the above-captioned post-effective date debtors in these Chapter 11 cases (collectively, the "Debtors"), for entry of an order (this "Order"), approving payment of the Success Fee to Debtors' Chief Restructuring Officer, Lewis Kruger, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that proper and adequate notice of the Motion and the relief requested therein has been provided in accordance with the Bankruptcy Rules, and it appearing that no other or further notice need be provided; and a hearing having been held before the Court on January 9, 2014 to consider the relief requested in the Motion (the "Hearing"); and upon the record of the Hearing and the record of all of the proceedings held before the Court; and it appearing, based on the record, that Mr. Kruger complied with the provisions of the CRO Amendment Order with respect to seeking payment of the Success Fee as authorized herein; and the Court having found and determined that the relief sought in the Motion is in the best interests

¹ Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the Motion.

of the Debtors, their estates, creditors, and all parties in interest and that the factual and legal bases set forth in the Motion and related pleadings and the record establish just cause for the relief granted herein; and any objections (if any) to the Motion having been withdrawn or overruled on the merits; and after due deliberation thereon; and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. In accordance with sections 105(a) and 363(b) of the Bankruptcy Code, payment of the Success Fee, in the amount of \$2.0 million, to Mr. Kruger is approved on a final basis.
3. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.
4. This Court retains jurisdiction to hear and determine all matters arising from or related to the enforcement of this Order.

New York, New York
Date: _____, 2014

THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE